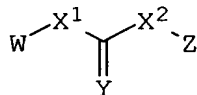


IN THE CLAIMS:

1. (Currently amended) A method of inhibiting checkpoint kinase 1 in a cell comprising a step of contacting the cell with an a therapeutically effective amount of a compound of formula

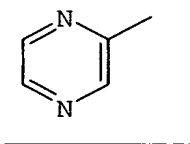


wherein X^1 is ~~null~~, -O-, -S-, -CH₂-, or -N(R¹)-;

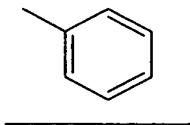
X^2 is -O-, -S-, or -N(R¹)-;

Y is O or S; ~~or -Y represents two hydrogen atoms attached to a common carbon atom;~~

W is ~~selected from the group consisting of heteroaryl, aryl, heterocycloalkyl, cycloalkyl, and C₁₋₃ alkyl substituted with a heteroaryl or aryl group~~



Z is ~~selected from the group consisting of hydro, aryl, and heteroaryl~~



wherein ~~said aryl groups of W and Z~~ are is optionally substituted with one to four substituents represented by R^2 , ~~said heteroaryl groups of~~ and W and Z are is optionally substituted with one to ~~four~~ three substituents represented by R^5 , ~~and said heterocycloalkyl and cycloalkyl groups of W are optionally substituted with one to two substituents represented by~~ R^6 ;

R^1 is selected from the group consisting of hydro, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and aryl;

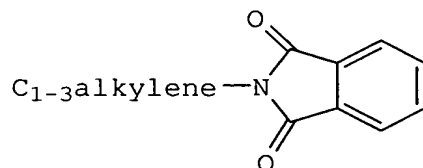
R^2 is selected from the group consisting of halo, optionally substituted C_{1-6} alkyl, C_{2-6} alkenyl, OCF_3 , NO_2 , CN, NC, $N(R^3)_2$, OR^3 , CO_2R^3 , $C(O)N(R^3)_2$, $C(O)R^3$, $N(R^1)COR^3$, $N(R^1)C(O)OR^3$, $N(R^3)C(O)OR^3$, $N(R^3)C(O)C_{1-3}alkyleneC(O)R^3$, $N(R^3)C(O)C_{1-3}alkyleneC(O)OR^3$, $N(R^3)C(O)-C_{1-3}alkyleneOR^3$, $N(R^3)C(O)C_{1-3}alkyleneNHC(O)OR^3$, $N(R^3)-C(O)C_{1-3}alkyleneSO_2NR^3$, $C_{1-3}alkyleneOR^3$, and SR^3 ;

R^3 is selected from the group consisting of hydro, C_{1-6} alkyl, C_{2-6} alkenyl, cycloalkyl, aryl, heteroaryl, SO_2R^4 , C_{1-6} alkyl substituted with one or more of halo, hydroxy, aryl, heteroaryl, heterocycloalkyl, $N(R^4)_2$, and SO_2R^4 , $C_{1-3}alkylenearyl$, $C_{1-3}alkyleneheteroaryl$, $C_{1-3}alkyleneC_{3-8}heterocycloalkyl$, $C_{1-3}alkyleneSO_2aryl$, optionally substituted $C_{1-3}alkyleneN(R^4)_2$, OCF_3 , $C_{1-3}alkyleneN(R^4)_3^+$, $C_{3-8}heterocycloalkyl$, and $CH(C_{1-3}alkyleneN(R^4)_2)_2$, or two R^3 groups are taken together to form an optionally substituted 3- to 6-membered aliphatic ring;

R^4 is selected from the group consisting of hydro, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl, $C_{1-3}alkylenearyl$, and $SO_2C_{1-6}alkyl$, or two R^4 groups are taken

together to form an optionally substituted 3- to 6-membered ring;

R^5 is selected from the group consisting of C_{1-6} alkyl, aryl, $N(R^3)_2$, OR^3 , halo, N_3 , CN, C_{1-3} alkyl-enearyl, C_{1-3} alkylene $N(R^3)_2$, $C(O)R^3$, and



~~R^6 is selected from the group consisting of halo and C_{1-6} alkyl;~~

~~and~~ or pharmaceutically acceptable salts, or prodrugs, or solvates thereof.

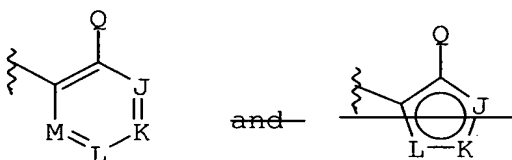
2. (Currently amended) The method of claim 1 wherein

X^1 and X^2 are $-N(H)-$;

Y is O or S;

W is ~~heteroaryl containing at least two heteroatoms selected from the group consisting of N, O, and S, said ring is~~ optionally substituted with from one to ~~four~~ three substituents selected from the group consisting of C_{1-6} alkyl, aryl, $N(R^3)_2$, OR^3 , and halo;

Z is ~~selected from the group consisting of~~



wherein Q is selected from the group consisting of hydro, OR^3 , SR^3 , and $N(R^3)_2$;

J is ~~selected from the group consisting of~~ CR^{20} , NR^{20} , O, and S;

K is ~~selected from the group consisting of~~ CR^{21} , NR^{21} , O, and S;

L is ~~selected from the group consisting of~~ CR^{22} , NR^{22} , O, and S;

M is ~~selected from the group consisting of~~ CR^{23} , NR^{23} , O, and S;

wherein:

R^{20} , R^{21} , and R^{22} are each independently selected from the group consisting of null, hydro, halo, optionally substituted C_{1-6} alkyl, C_{2-6} alkenyl, OCF_3 , NO_2 , CN, NC, $N(R^{25})_2$, OR^{25} , CO_2R^{25} , $C(O)N(R^{25})_2$,

$C(O)R^{25}$, $N(R^{24})COR^{25}$, $N(R^{24})C(O)OR^{25}$, $N(R^{25})C(O)OR^{25}$,
 $N(R^{25})C(O)C_{1-3}alkyleneC(O)R^{25}$, $N(R^{25})C(O)C_{1-3}alkylene-$
 $C(O)OR^{25}$, $N(R^{25})C(O)C_{1-3}alkyleneOR^{25}$, $N(R^{25})C(O)C_{1-3}alk-$
 $yleneNHC(O)OR^{25}$, $N(R^{25})C(O)C_{1-3}alkyleneSO_2NR^{25}$, CF_3 ,
 $C_{1-3}alkyleneN(R^{25})SO_2aryl$, $C_{1-3}alkyleneN(R^{25})SO_2heteroaryl$,
 $C_{1-3}alkyleneOC_{1-3}alkylenearyl$, $C_{1-3}alkyleneN(R^{25})C_{1-3}alkyl-$
 $enearyl$, $C_{1-3}alkyleneN(R^{25})C_{1-3}alkyleneheteroaryl$,
 $C_{1-3}alkyleneN(R^{25})C(O)R^7$, $C_{1-3}alkyleneN(R^{25})C(O)C_{1-3}alkyl-$
 $eneOR^{25}$, $C_{1-3}alkyleneN(R^{25})C(O)aryl$, $C_{1-3}alkyleneN(R^{25})-$
 $C(O)C_{1-3}alkyleneN(R^{25})_2$, $C_{1-3}alkyleneN(R^{25})C(O)heteroaryl$,
 $C_{1-3}alkyleneOR^{25}$, and SR^{25} ;

R^{23} is selected from the group consisting of ~~null~~, hydro, optionally substituted $C_{1-6}alkyl$, and halo;

R^{24} is selected from the group consisting of hydro, $C_{1-6}alkyl$, $C_{2-6}alkenyl$, $C_{2-6}alkynyl$, and aryl;

R^{25} is selected from the group consisting of hydro, $C_{1-6}alkyl$, $C_{2-6}alkenyl$, cycloalkyl, heterocycle, aryl, heteroaryl, SO_2R^{26} , and $C_{1-6}alkyl$ substituted with halo, hydroxy, aryl, heteroaryl, heterocycloalkyl, $N(R^{26})_2$, or SO_2R^{26} ; and

R^{26} is selected from the group consisting of hydro, $C_{1-6}alkyl$, cycloalkyl, aryl, and $SO_2C_{1-6}alkyl$, or two R^4 groups are taken together to form an optionally substituted 3- to 6-membered ring.

3. (Currently amended) The method of claim 2 wherein W is ~~selected from the group consisting of pyridazinyl, pyrimidinyl, pyrazinyl, and triazinyl,~~ optionally substituted with from one to ~~four~~ three substituents selected from the group consisting of optionally substituted $C_{1-6}alkyl$, aryl, $N(R^3)_2$, OR^3 , and halo.

4. (Cancelled)

5. (Currently amended) The method of claim 2 wherein

J is ~~selected from the group consisting of~~ CR²⁰ ~~and NR²⁰~~, wherein R²⁰ is null, selected from the group consisting of hydro, optionally substituted C₁₋₆alkyl, and halo;

K is ~~selected from the group consisting of~~ CR²¹ ~~and NR²¹~~;

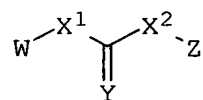
L is ~~selected from the group consisting of~~ CR²² ~~and NR²²~~; and

one of R²¹ and R²² is hydro and the other is a substituent selected from the group consisting of CO₂R²⁵, C(O)N(R²⁵)₂, C(O)R²⁵, N(R²⁴)COR²⁵, N(R²⁴)C(O)OR²⁵, N(R²⁵)C(O)OR²⁵, N(R²⁵)C(O)C₁₋₃alkyleneC(O)R²⁵, N(R²⁵)C(O)C₁₋₃alkyleneC(O)OR²⁵, N(R²⁵)C(O)C₁₋₃alkyleneOR²⁵, N(R²⁵)C(O)C₁₋₃alkyleneNHC(O)OR²⁵, N(R²⁵)C(O)C₁₋₃alkyleneSO₂NR²⁵, CF₃, C₁₋₃alkyleneN(R²⁵)SO₂aryl, C₁₋₃alkyleneN(R²⁵)SO₂heteroaryl, C₁₋₃alkyleneOC₁₋₃alkylenearyl, C₁₋₃alkyleneN(R²⁵)C₁₋₃alkylenearyl, C₁₋₃alkyleneN(R²⁵)C₁₋₃alkyleneheteroaryl, C₁₋₃alkyleneN(R²⁵)C(O)R⁷, C₁₋₃alkyleneN(R²⁵)C(O)C₁₋₃alkyleneOR₂, C₁₋₃alkyleneN(R²⁵)C(O)aryl, C₁₋₃alkyleneN(R²⁵)C(O)C₁₋₃alkyleneN(R²⁵)₂, C₁₋₃alkyleneN(R²⁵)C(O)heteroaryl, C₁₋₃alkyleneOR²⁵, and SR²⁵.

6. (Cancelled)

7. (Cancelled)

8. (Currently amended) A method of sensitizing cells in an individual undergoing a chemotherapeutic or radiotherapeutic treatment for a medical condition, comprising administering a therapeutically effective amount of a compound of formula (I) in combination with a therapeutically effective amount of a chemotherapeutic agent, a radiotherapeutic agent, or a mixture thereof to the individual, said compound of formula (I) having a structure

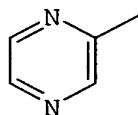


wherein X^1 is ~~null~~, -O-, -S-, -CH₂-, or -N(R¹)-;

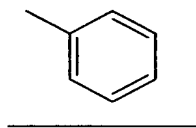
X^2 is -O-, -S-, or -N(R¹)-;

Y is O or S; ~~or -Y represents two hydrogen atoms attached to a common carbon atom;~~

W is ~~selected from the group consisting of heteroaryl, aryl, heterocycloalkyl, cycloalkyl, and C₁₋₃ alkyl substituted with a heteroaryl or aryl group~~



Z is ~~selected from the group consisting of hydro, aryl, and heteroaryl~~



wherein ~~said aryl groups of W and Z are~~ is optionally substituted with one to four substituents represented by R^2 , ~~said heteroaryl groups of~~ and W and Z ~~is~~ are optionally substituted with one to ~~four~~ three substituents represented by R^5 , ~~and said heterocycloalkyl and cycloalkyl groups of W are optionally substituted with one to two substituents represented by~~ R^6 ;

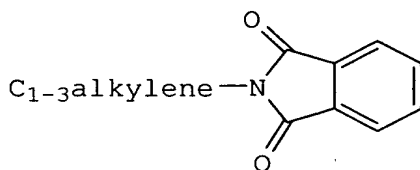
R^1 is selected from the group consisting of hydro, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and aryl;

R^2 is selected from the group consisting of halo, optionally substituted C_{1-6} alkyl, C_{2-6} alkenyl, OCF_3 , NO_2 , CN, NC, $N(R^3)_2$, OR^3 , CO_2R^3 , $C(O)N(R^3)_2$, $C(O)R^3$, $N(R^1)COR^3$, $N(R^1)C(O)OR^3$, $N(R^3)C(O)OR^3$, $N(R^3)C(O)C_{1-3}alkyleneC(O)R^3$, $N(R^3)C(O)C_{1-3}alkyleneC(O)OR^3$, $N(R^3)C(O)C_{1-3}alkyleneOR^3$, $N(R^3)C(O)C_{1-3}alkyleneNHC(O)OR^3$, $N(R^3)C(O)C_{1-3}alkyleneSO_2NR^3$, $C_{1-3}alkyleneOR^3$, and SR^3 ;

R^3 is selected from the group consisting of hydro, C_{1-6} alkyl, C_{2-6} alkenyl, cycloalkyl, aryl, heteroaryl, SO_2R^4 , C_{1-6} alkyl substituted with one or more of halo, hydroxy, aryl, heteroaryl, heterocycloalkyl, $N(R^4)_2$, and SO_2R^4 , $C_{1-3}alkylenearyl$, $C_{1-3}alkyleneheteroaryl$, $C_{1-3}alkyleneC_{3-8}heterocycloalkyl$, $C_{1-3}alkyleneSO_2aryl$, optionally substituted $C_{1-3}alkyleneN(R^4)_2$, OCF_3 , $C_{1-3}alkyleneN(R^4)_3^+$, $C_{3-8}heterocycloalkyl$, and $CH(C_{1-3}alkyleneN(R^4)_2)_2$, or two R^3 groups are taken together to form an optionally substituted 3- to 6-membered aliphatic ring;

R^4 is selected from the group consisting of hydro, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl, C_{1-3} alkylenearyl, and SO_2C_{1-6} alkyl, or two R^4 groups are taken together to form an optionally substituted 3- to 6-membered ring;

R^5 is selected from the group consisting of C_{1-6} alkyl, aryl, $N(R^3)_2$, OR^3 , halo, N^3 , CN, C_{1-3} alkylenearyl, C_{1-3} alkylene $N(R^3)_2$, $C(O)R^3$, and



~~R^6 is selected from the group consisting of halo and C_{1-6} alkyl;~~

and or pharmaceutically acceptable salts, or prodrugs, or solvates thereof.

9. (Currently amended) The method of claim 8 further comprising administering ~~one or more~~ a therapeutically effective amount of at least one of a cytokine, lymphokine, growth factor, or other hematopoietic factor.

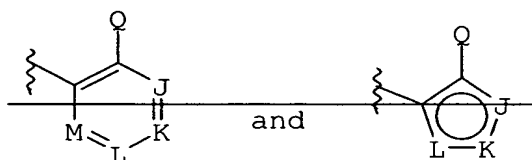
10. (Currently amended) The method of claim 8 wherein:

X^1 and X^2 are $-N(H)-$;

Y is O or S;

W is ~~heteroaryl containing at least two~~
~~heteroatoms selected from the group consisting of N, O,~~
~~and S, said ring is~~ optionally substituted with from
 one to ~~four~~ three substituents selected from the group
 consisting of C_{1-6} alkyl, aryl, $N(R^3)_2$, OR^3 , and halo;

Z is ~~selected from the group consisting of:~~



wherein Q is selected from the group consisting of
 hydro, OR^3 , SR^3 , and $N(R^3)_2$;

J is ~~selected from the group consisting of~~
 ~~CR^{20} , NR^{20} , O, and S;~~

K is ~~selected from the group consisting of~~
 ~~CR^{21} , NR^{21} , O, and S;~~

L is ~~selected from the group consisting of~~
 ~~CR^{22} , NR^{22} , O, and S;~~

M is ~~selected from the group consisting of~~
 ~~CR^{23} , NR^{23} , O, and S;~~

wherein:

R^{20} , R^{21} , and R^{22} are each independently
 selected from the group consisting of ~~null~~, hydro,
 halo, optionally substituted C_{1-6} alkyl, C_{2-6} alkenyl,
 OCF_3 , NO_2 , CN, NC, $N(R^{25})_2$, OR^{25} , CO_2R^{25} , $C(O)N(R^{25})_2$,

$C(O)R^{25}$, $N(R^{24})COR^{25}$, $N(R^{24})C(O)OR^{25}$, $N(R^{25})C(O)OR^{25}$,
 $N(R^{25})C(O)C_{1-3}alkyleneC(O)R^{25}$, $N(R^{25})C(O)C_{1-3}alkylene-$
 $C(O)OR^{25}$, $N(R^{25})C(O)C_{1-3}alkyleneOR^{25}$, $N(R^{25})C(O)C_{1-3}alk-$
 $yleneNHC(O)OR^{25}$, $N(R^{25})C(O)C_{1-3}alkyleneSO_2NR^{25}$, CF_3 ,
 $C_{1-3}alkyleneN(R^{25})SO_2aryl$, $C_{1-3}alkyleneN(R^{25})SO_2heteroaryl$,
 $C_{1-3}alkyleneOC_{1-3}alkylenearyl$, $C_{1-3}alkyleneN(R^{25})C_{1-3}alkyl-$
 $enearyl$, $C_{1-3}alkyleneN(R^{25})C_{1-3}alkyleneheteroaryl$,
 $C_{1-3}alkyleneN(R^{25})C(O)R^7$, $C_{1-3}alkyleneN(R^{25})C(O)C_{1-3}alkyl-$
 $eneOR^{25}$, $C_{1-3}alkyleneN(R^{25})C(O)aryl$, $C_{1-3}alkyleneN(R^{25})C-$
 $(O)C_{1-3}alkyleneN(R^{25})_2$, $C_{1-3}alkyleneN(R^{25})C(O)heteroaryl$,
 $C_{1-3}alkyleneOR^{25}$, and SR^{25} ;

R^{23} is selected from the group consisting of
 null, hydro, optionally substituted $C_{1-6}alkyl$, and halo;

R^{24} is selected from the group consisting of
 hydro, $C_{1-6}alkyl$, $C_{2-6}alkenyl$, $C_{2-6}alkynyl$, and aryl;

R^{25} is selected from the group consisting of
 hydro, $C_{1-6}alkyl$, $C_{2-6}alkenyl$, cycloalkyl, heterocycle,
 aryl, heteroaryl, SO_2R^{26} , and $C_{1-6}alkyl$ substituted with
 halo, hydroxy, aryl, heteroaryl, heterocycloalkyl,
 $N(R^{26})_2$, or SO_2R^{26} ; and

R^{26} is selected from the group consisting of
 hydro, $C_{1-6}alkyl$, cycloalkyl, aryl, and $SO_2C_{1-6}alkyl$, or
 two R^4 groups are taken together to form an optionally
 substituted 3- to 6-membered ring.

11. (Currently amended) The method of claim 10 wherein W is ~~selected from the group consisting of pyridazinyl, pyrimidinyl, pyrazinyl, and triazinyl,~~ optionally substituted with from one to ~~four~~ three substituents selected from the group consisting of optionally substituted C₁₋₆alkyl, aryl, N(R³)₂, OR³, C₁₋₃alkylenearyl, C₁₋₃alkyleneheteroaryl, C₁₋₃alkylene-C₃₋₈heterocycloalkyl, C₁₋₃alkyleneSO₂aryl, optionally substituted C₁₋₃alkyleneN(R⁴)₂, OCF³, C₁₋₃alkyleneN(R⁴)₃⁺, C₃₋₈heterocycloalkyl, CH(C₁₋₃alkyleneN(R⁴)₂)₂, and halo.

12. (Currently amended) The method of claim 10 wherein

J is ~~selected from the group consisting of~~ CR²⁰ ~~and~~ NR²⁰, wherein R²⁰ is null, selected from the group consisting of hydro, optionally substituted C₁₋₆alkyl, and halo;

K is ~~selected from the group consisting of~~ CR²¹ ~~and~~ NR²¹;

L is ~~selected from the group consisting of~~ CR²² ~~and~~ NR²²; and

one of R²¹ and R²² is hydro and the other is a substituent selected from the group consisting of CO₂R²⁵, C(O)N(R²⁵)₂, C(O)R²⁵, N(R²⁴)COR²⁵, N(R²⁴)C(O)OR²⁵, N(R²⁵)C(O)OR²⁵, N(R²⁵)C(O)C₁₋₃alkyleneC(O)R²⁵, N(R²⁵)C(O)-C₁₋₃alkyleneC(O)OR²⁵, N(R²⁵)C(O)C₁₋₃alkyleneOR²⁵, N(R²⁵)-C(O)C₁₋₃alkyleneNHC(O)OR²⁵, N(R²⁵)C(O)C₁₋₃alkyleneSO₂NR²⁵, C₁₋₃alkyleneOR²⁵, CF₃, C₁₋₃alkyleneN(R²⁵)SO₂aryl, C₁₋₃alkyleneN(R²⁵)SO₂heteroaryl, C₁₋₃alkyleneOC₁₋₃alkylenearyl, C₁₋₃alkyleneN(R²⁵)C₁₋₃alkylenearyl, C₁₋₃alkyleneN(R²⁵)-C₁₋₃alkyleneheteroaryl, C₁₋₃alkyleneN(R²⁵)C(O)R³, C₁₋₃alkyleneN(R²⁵)C(O)C₁₋₃alkyleneOR³, C₁₋₃alkylene-N(R²⁵)C(O)aryl, C₁₋₃alkyleneN(R²⁵)C(O)C₁₋₃alkyleneN(R²⁵)₂, C₁₋₃alkyleneN(R²⁵)C(O)heteroaryl, and SR²⁵.

13. (Cancelled)

14. (Original) The method of claim 8 wherein the chemotherapeutic agent is selected from the group consisting of an alkylating agent, an antimetabolite, a hormone or antagonist thereof, a radioisotope, an antibody, and mixtures thereof.

15. (Original) The method of claim 8 wherein the radiotherapeutic agent is selected from the group consisting of gamma-radiation, X-ray radiation, ultraviolet light, visible light, infrared radiation, and microwave radiation.

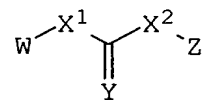
16. (Original) The method of claim 8 wherein the condition is a cancer selected from the group consisting of a colorectal cancer, a head and neck cancer, a pancreatic cancer, a breast cancer, a gastric cancer, a bladder cancer, a vulvar cancer, a leukemia, a lymphoma, a melanoma, a renal cell carcinoma, an ovarian cancer, a brain tumor, an osteosarcoma, and a lung carcinoma.

17. (Original) The method of claim 8 wherein the condition is a cancer selected from the group consisting of myxoid and round cell carcinoma, a locally advanced tumor, metastatic cancer, Ewing's sarcoma, a cancer metastase, a lymphatic metastase, squamous cell carcinoma, esophageal squamous cell carcinoma, oral carcinoma, multiple myeloma, acute lymphocytic leukemia, acute nonlymphocytic leukemia, chronic lymphocytic leukemia, chronic myelocytic leukemia, hairy cell leukemia, effusion lymphomas (body cavity based lymphomas), thymic lymphoma lung cancer, small cell carcinoma, cutaneous T cell lymphoma, Hodgkin's lymphoma, non-Hodgkin's lymphoma, cancer of the adrenal cortex, ACTH-producing tumors, nonsmall cell cancers, breast cancer, small cell carcinoma, ductal carcinoma, stomach cancer, colon cancer, colorectal cancer, polyps associated with colorectal neoplasia, pancreatic cancer, liver cancer, bladder cancer, primary superficial bladder tumors, invasive transitional cell carcinoma of the bladder, muscle-invasive bladder cancer, prostate cancer, ovarian carcinoma, primary peritoneal epithelial neoplasms, cervical carcinoma, uterine endometrial cancers, vaginal cancer, cancer of the vulva, uterine cancer and solid tumors in the ovarian follicle, testicular cancer, penile cancer, renal cell carcinoma, intrinsic brain tumors, neuroblastoma, astrocytic brain tumors, gliomas, metastatic tumor cell invasion in the central nervous system, osteomas and osteosarcomas, malignant melanoma, tumor progression of human skin keratinocytes, squamous cell cancer, thyroid cancer, retino-

blastoma, neuroblastoma, peritoneal effusion, malignant pleural effusion, mesothelioma, Wilms's tumors, gall bladder cancer, trophoblastic neoplasms, hemangiopericytoma, and Kaposi's sarcoma.

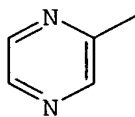
18. (Original) The method of claim 8 wherein the treatment is administered for an inflammatory condition selected from the group consisting of rheumatoid arthritis, psoriasis, vitiligo, Wegener's granulomatosis, and systemic lupus erythematosus.

19. (Currently amended) A compound having a formula

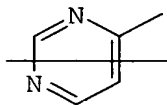


wherein Y' is O or S;

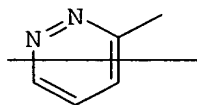
~~W' is selected from the group consisting of~~



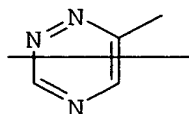
~~τ~~



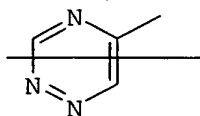
~~τ~~



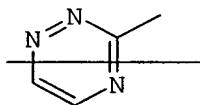
~~τ~~



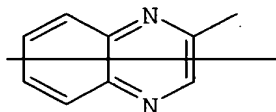
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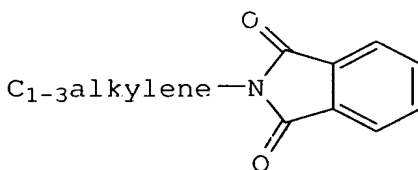
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and

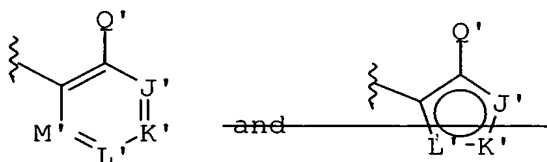


optionally substituted with from one to ~~four~~ three substituents selected from the group consisting of C_{1-6} alkyl, aryl, $N(R^7)_2$, OR^7 , N_3 , CN , $C(O)R^7$, C_{1-3} alkylene-enearyl, C_{1-3} alkylene $N(R^{12})_2$,



and halo;

~~Z' is selected from the group consisting of:~~



;

wherein:

~~Q' is selected from the group consisting of hydro, OR⁷, SR⁷, and N(R⁷)₂, with the proviso that Q' is hydro only when at least one of J', K', L', and M' is N, O, or S;~~

~~J' is selected from the group consisting of CR⁸, NR⁸, O, and S;~~

~~K' is selected from the group consisting of CR⁹, NR⁹, O, and S;~~

~~L' is selected from the group consisting of CR¹⁰, NR¹⁰, O, and S;~~

~~M' is selected from the group consisting of CR¹¹, NR¹¹, O, and S, with the proviso that Z is different from a pyridone;~~

wherein:

R⁷, independently, is selected from the group consisting of hydro, C₁₋₆alkyl, C₂₋₆alkenyl, cycloalkyl, aryl, heteroaryl, SO₂R¹², C₁₋₆alkyl substituted with one or more of halo, hydroxy, aryl, heteroaryl, heterocycloalkyl, N(R¹²)₂, and SO₂R¹², C₁₋₃alkylenearyl, C₁₋₃alkyleneheteroaryl, C₁₋₃alkyleneC₃₋₈heterocycloalkyl, C₁₋₃alkyleneSO₂aryl, optionally substituted C₁₋₃alkylene-N(R¹²)₂, OCF₃, C₁₋₃alkyleneN(R¹²)₃⁺, C₃₋₈heterocycloalkyl, and CH(C₁₋₃alkyleneN(R¹²)₂)₂, or two R⁷ groups are taken together to form an optionally substituted 3- to 6-membered aliphatic ring;

R⁸, R⁹, and R¹⁰ are each independently selected from the group consisting of ~~null~~, hydro, halo, optionally substituted C₁₋₆alkyl, C₂₋₆alkenyl, OCF₃, NO₂, CN, NC, N(R⁷)₂, OR⁷, CO₂R⁷, C(O)N(R⁷)₂, C(O)R⁷, N(R¹³)-COR⁷, N(R¹³)C(O)OR⁷, N(R⁷)C(O)OR⁷, N(R⁷)C(O)C₁₋₃alkylene-

$C(O)R^7$, $N(R^7)C(O)C_{1-3}alkyleneC(O)OR^7$, $N(R^7)C(O)C_{1-3}alkyleneOR^7$, $N(R^7)C(O)C_{1-3}alkyleneNHC(O)OR^7$, $N(R^7)C(O)C_{1-3}alkyleneSO_2NR^7$, CF_3 , $C_{1-3}alkyleneN(R^{12})SO_2aryl$, $C_{1-3}alkyleneN(R^{12})SO_2heteroaryl$, $C_{1-3}alkyleneOC_{1-3}alkylenearyl$, $C_{1-3}alkyleneN(R^{12})C_{1-3}alkylenearyl$, $C_{1-3}alkyleneN(R^{12})C_{1-3}alkyleneheteroaryl$, $C_{1-3}alkyleneN(R^{12})C(O)R^7$, $C_{1-3}alkyleneN(R^{12})C(O)C_{1-3}alkyleneOR_2$, $C_{1-3}alkyleneN(R^{12})C(O)aryl$, $C_{1-3}alkyleneN(R^{12})C(O)C_{1-3}alkyleneN(R^{12})_2$, $C_{1-3}alkyleneN(R^{12})C(O)heteroaryl$, $C_{1-3}alkyleneOR^7$, and SR^7 , wherein R^7 is as defined above;

R^{11} is selected from the group consisting of ~~null~~, hydro, optionally substituted $C_{1-6}alkyl$, and halo;

R^{12} is selected from the group consisting of hydro, $C_{1-6}alkyl$, cycloalkyl, aryl, heteroaryl, $C_{1-3}alkylenearyl$, and $SO_2C_{1-6}alkyl$, or two R^{12} groups are taken together to form an optionally substituted 3- to 6-membered ring; and

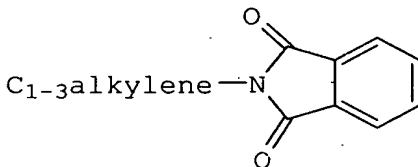
R^{13} is selected from the group consisting of hydro, $C_{1-6}alkyl$, $C_{2-6}alkenyl$, $C_{2-6}alkynyl$, and aryl;

provided that when Q' is hydro or OCH_3 , at least one of R^8 , R^9 , and R^{10} is different from hydro, CH_3 , OCH_3 , and halo,

and or pharmaceutically acceptable salts, or prodrugs, or solvates thereof.

20. (Cancelled)

21. (Currently amended) The compound of claim ~~20~~ 19 wherein W' is substituted with one to ~~four~~ three substituents selected from the group consisting of methyl, CF₃, optionally substituted aryl, N₃, benzyl, C(O)R⁷, C₁₋₃alkyleneN(R¹²)₂, OR⁷, N(R⁷)₂, halo, and



22. (Original) The compound of claim 19 wherein Q' is OR⁷.

23. (Original) The compound of claim 22 wherein Q' is OCH₃.

24. (Original) The compound of claim 19 wherein R¹³ is hydro.

25. (Currently amended) The compound of claim 19 wherein

J' is ~~selected from the group consisting of~~ CR⁸ and ~~NR⁸~~, wherein R⁸ is ~~null~~, hydro, C₁₋₆alkyl, and halo;

K' is ~~selected from the group consisting of~~ CR⁹ and ~~NR⁹~~;

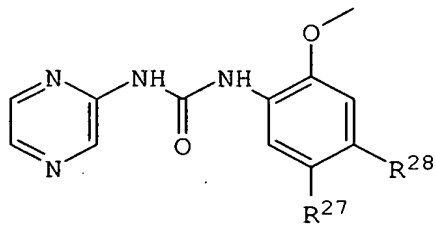
L' is ~~selected from the group consisting of~~ CR¹⁰ and ~~NR¹⁰~~; and

one of R⁹ and R¹⁰ is hydro and the other is a substituent selected from the group consisting of CO₂R⁷, C(O)N(R⁷)₂, C(O)R⁷, N(R¹³)COR⁷, N(R¹³)C(O)OR⁷, N(R⁷)C(O)OR⁷, N(R⁷)C(O)C₁₋₃alkyleneC(O)R⁷, N(R⁷)C(O)-C₁₋₃alkyleneC(O)OR⁷, N(R⁷)C(O)C₁₋₃alkyleneOR⁷, N(R⁷)C(O)C₁₋₃alkyleneNHC(O)OR⁷, N(R⁷)C(O)C₁₋₃alkyleneSO₂NR⁷, C₁₋₃alkylene-OR⁷, CF₃, C₁₋₃alkyleneN(R¹²)SO₂aryl, C₁₋₃alkyleneN(R¹²)SO₂heteroaryl, C₁₋₃alkyleneOC₁₋₃alkylenearyl, C₁₋₃alkyleneN(R¹²)C₁₋₃alkylenearyl, C₁₋₃alkyleneN(R¹²)C₁₋₃alkyleneheteroaryl, C₁₋₃alkyleneN(R¹²)C(O)R⁷, C₁₋₃alkyleneN(R¹²)C(O)C₁₋₃alkyleneOR², C₁₋₃alkyleneN(R¹²)C(O)aryl, C₁₋₃alkyleneN(R¹²)C(O)C₁₋₃alkyleneN(R¹²)₂, C₁₋₃alkyleneN(R¹²)C(O)heteroaryl, and SR⁷.

26. (Original) A method of inhibiting checkpoint kinase 1 (Chk1) in a cell comprising the step of contacting the cell with an effective amount of a compound of claim 19.

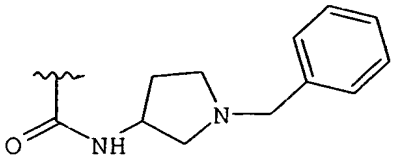
27. (Original) A method of sensitizing cells in an individual undergoing a chemotherapeutic or radiotherapeutic treatment for a medical condition, comprising administering a therapeutically effective amount of a compound of claim 19 in combination with a chemotherapeutic agent, a radiotherapeutic agent, or a mixture thereof to the individual.

28. (Currently amended). A compound having a structure

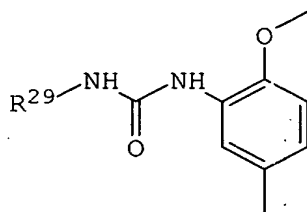


wherein R^{27} and R^{28} are

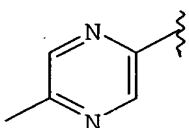
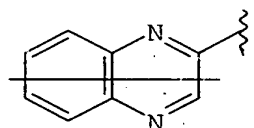
R^{27}	R^{28}
H	
H	
H	
CH_3	H
H	
H	
	H

R^{27}	R^{28}
	H

or



wherein R^{29} is

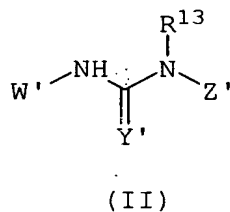
R^{29}



29. (Currently amended) A compound selected from the group consisting of:

N-(2-dimethylamino-1-phenyl-ethyl)-3-methoxy-4-[3-(5-methyl-pyrazin-2-yl)-ureido]-benzamine;
N-(1-aza-bicyclo[2.2.2]oct-3-yl)-3-methoxy-4-[3-(5-methyl-pyrazin-2-yl)-ureido]-benzamide;
N-(3-R-1-cyclohexylmethyl-pyrrolidin-3-yl)-3-methoxy-4-[3-(5-methyl-pyrazin-2-yl)-ureido]-benzamide;
1-[2-(2-dimethylamino-ethoxy)-5-methyl-phenyl]-3-pyrazin-2-yl-urea;
1-[2-(3-dimethylamino-propoxy)-5-methyl-phenyl]-3-(5-methyl-pyrazin-2-yl)-urea;
1-(5-methyl-pyrazin-2-yl)-3-[5-methyl-2-(pyridin-3-ylmethoxy)-phenyl]-urea;
1-[2-(2-dimethylamino-1-dimethylaminomethyl-ethoxy)-5-methyl-phenyl]-3-(5-methyl-pyrazin-2-yl)-urea;
1-[5-methyl-2-(2-S-1-methyl-pyrrolidin-2-ylmethoxy)-phenyl]-3-(5-methyl-pyrazin-2-yl)-urea;
1-[5-methyl-2-[2-(1-methyl-pyrrolidin-2-yl)-ethoxy]-phenyl]-3-(5-methyl-pyrazin-2-yl)-urea;
1-[5-methyl-2-(1-methyl-piperidin-4-yloxy)-phenyl]-3-(5-methyl-pyrazin-2-yl)-urea;
1-[5-methyl-2-(3-(S)-1-methyl-piperidin-3-ylmethoxy)-phenyl]-3-(5-methyl-pyrazin-2-yl)-urea;
1-[5-methyl-2-(3-(R)-1-methyl-piperidin-3-ylmethoxy)-phenyl]-3-(5-methyl-pyrazin-2-yl)-urea;
1-[5-methyl-2-(1-methyl-piperidin-2-ylmethoxy)-phenyl]-3-(5-methyl-pyrazin-2-yl)-urea;
1-[5-methyl-2-(1-methyl-piperidin-3-yloxy)-phenyl]-3-(5-methyl-pyrazin-2-yl)-urea;

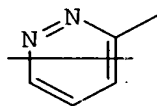
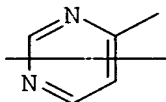
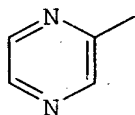
~~1-[5-methyl-2-(1-methyl-piperidin-3-ylmethoxy)-phenyl]-~~
~~3-quinoxalin-2-yl-urea;~~
 1-[5-methyl-2-(piperidin-3-ylmethoxy)-phenyl]-3-(5-
 methyl-pyrazin-2-yl)-urea;
 1-[5-fluoro-2-(1-methyl-piperidin-3-ylmethoxy)-phenyl]-
 3-(5-methyl-pyrazin-2-yl)-urea;
 1-[5-fluoro-2-(1-methyl-piperidin-4-yloxy)-phenyl]-3-
 (5-methyl-pyrazin-2-yl)-urea;
 1-[4-fluoro-2-(1-methyl-piperidin-4-yloxy)-phenyl]-3-
 (5-methyl-pyrazin-2-yl)-urea;
 1-(2-methoxy-4-methylaminomethyl-phenyl)-3-(5-methyl-
 pyrazin-2-yl)-urea;
 1-(4-[[(furan-3-ylmethyl)-amino]-methyl]-2-methoxy-
 phenyl)-3-(5-methyl-pyrazin-2-yl)-urea; and
 1-{2-methoxy-4-[(4-methoxy-benzylamino)-methyl]-
 phenyl}-3-(5-methyl-pyrazin-2-yl)-urea.

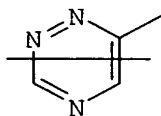
30. (Currently amended) A composition comprising a compound of formula (II) and a pharmaceutically acceptable carrier, said compound of formula (II) having a formula



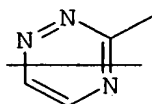
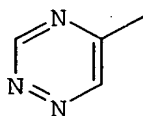
wherein Y' is O or S;

~~W' is selected from the group consisting of~~

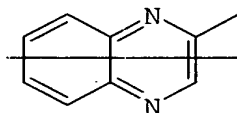




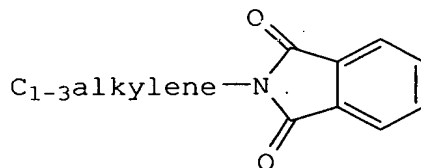
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and

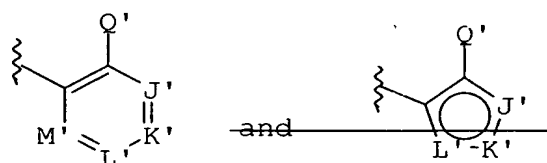


optionally substituted with from one to ~~four~~ three substituents selected from the group consisting of C_{1-6} alkyl, aryl, $N(R^7)_2$, OR^7 , N_3 , CN , $C(O)R^7$, C_{1-3} alkylenearyl, C_{1-3} alkylene $N(R^{12})_2$,



and halo;

~~Z' is selected from the group consisting of:~~



wherein:

Q' is selected from the group consisting of ~~hydro, OR^7 , SR^7 , and $N(R^7)_2$, with the proviso that Q' is hydro only when at least one of J' , K' , L' , and M' is N, O, or S;~~

~~J' is selected from the group consisting of CR^8 , NR^8 , O, and S;~~

~~K' is selected from the group consisting of CR^9 , NR^9 , O, and S;~~

~~L' is selected from the group consisting of CR^{10} , NR^{10} , O, and S;~~

~~M' is selected from the group consisting of CR^{11} , NR^{11} , O, and S, with the proviso that Z is different from a pyridone;~~

wherein:

R^7 , independently, is selected from the group consisting of hydro, C_{1-6} alkyl, C_{2-6} alkenyl, cycloalkyl, aryl, heteroaryl, SO_2R^{12} , C_{1-6} alkyl substituted with one or more of halo, hydroxy, aryl, heteroaryl, heterocycloalkyl, $N(R^{12})_2$, and SO_2R^{12} , C_{1-3} alkylenearyl, C_{1-3} alkyleneheteroaryl, C_{1-3} alkylene C_{3-8} heterocycloalkyl, C_{1-3} alkylene SO_2 aryl, optionally substituted C_{1-3} alkylene- $N(R^{12})_2$, OCF_3 , C_{1-3} alkylene $N(R^{12})_3^+$, C_{3-8} heterocycloalkyl, and $CH(C_{1-3}alkyleneN(R^{12})_2)_2$, or two R^7 groups are taken together to form an optionally substituted 3- to 6-membered aliphatic ring;

R^8 , R^9 , and R^{10} are each independently selected from the group consisting of ~~null~~, hydro, halo, optionally substituted C_{1-6} alkyl, C_{2-6} alkenyl, OCF_3 , NO_2 , CN, NC, $N(R^7)_2$, OR^7 , CO_2R^7 , $C(O)N(R^7)_2$, $C(O)R^7$, $N(R^{13})-COR^7$, $N(R^{13})C(O)OR^7$, $N(R^7)C(O)OR^7$, $N(R^7)C(O)C_{1-3}$ alkylene- $C(O)R^7$, $N(R^7)C(O)C_{1-3}$ alkylene $C(O)OR^7$, $N(R^7)C(O)C_{1-3}$ alkylene OR^7 , $N(R^7)C(O)C_{1-3}$ alkylene $NHC(O)OR^7$, $N(R^7)C(O)C_{1-3}$ alkylene SO_2NR^7 , C_{1-3} alkylene OR^7 , and SR^7 , wherein R^7 is as defined above;

R^{11} is selected from the group consisting of ~~null~~, hydro, optionally substituted C_{1-6} alkyl, and halo;

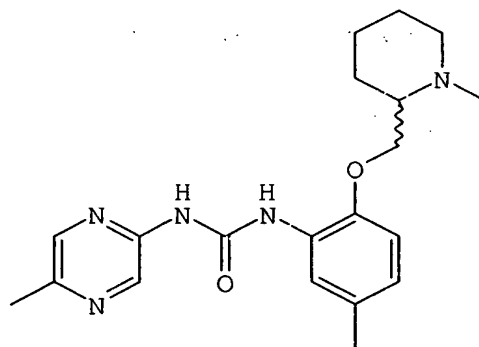
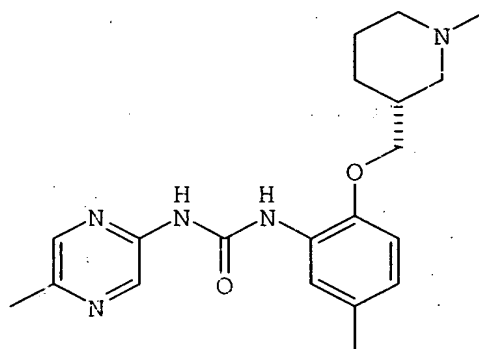
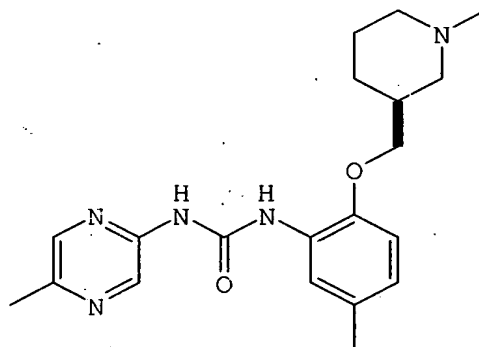
R^{12} is selected from the group consisting of hydro, C_{1-6} alkyl, cycloalkyl, aryl, heteroaryl, C_{1-3} alkylenearyl, and SO_2C_{1-6} alkyl, or two R^{12} groups are taken together to form an optionally substituted 3- to 6-membered ring; and

R^{13} is selected from the group consisting of hydro, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, and aryl;

provided that when Q' is hydro or OCH_3 , at least one of R^8 , R^9 , and R^{10} is different from hydro, CH_3 , OCH_3 , and halo,

~~and~~ or pharmaceutically acceptable salts, or prodrugs, or solvates thereof.

31. (Previously presented) A compound
selected from the group consisting of



, and

